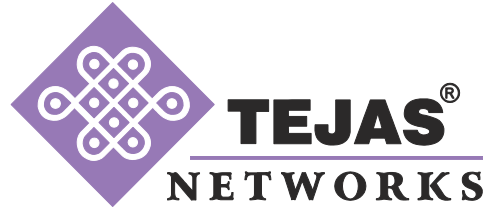


Tejas Networks Ltd.

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January 20, 2022

Mr. Amur S Lakshminarayanan
Steasha Condominium, 1201,
12th Floor, Mount Mary Road,
Bandra (West),
Mumbai 400 050,

Dear Lakshminarayanan,

I am pleased to inform you that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the “**Board**”) of Tejas Networks Limited (the “**Company**”) has approved your appointment as an Additional Director (liable to retire by rotation) and Panatone Finvest Limited’s Nominee Director, in the capacity of Non-Executive and Non- Independent Director with effect from January 19, 2022. The appointment also requires the approval of the shareholders in the next general meeting or within 3 months from the date of appointment, whichever is earlier.

This letter of appointment sets out the terms of your appointment as an Additional Director (liable to retire by rotation) and Panatone Finvest Limited’s Nominee Director, in the capacity of Non-Executive and Non- Independent Director, and are subject to the extant provisions of the Companies Act, 2013 (the “**Act**”), the Articles of Association of the Company and other applicable Statutory Laws.

1. Appointment

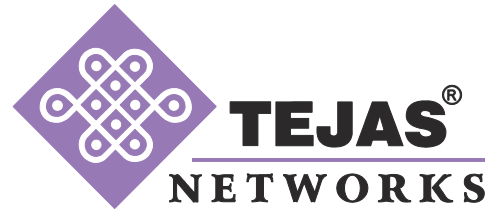
- a. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, you will serve as a Director, liable to retire by rotation and Panatone Finvest Limited’s Nominee Director, in the capacity of Non-Executive and Non- Independent Director.
- b. The re-appointment for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Shareholders of the Company.
- c. A Non-Executive and Non- Independent Director shall not be employee of the Company and hence this letter shall not constitute a contract of employment.

2. Role of the Board, duties and responsibilities

The Board’s role is to effectively represent and promote the interests of shareholders to add long-term value to the Company’s shares. All directors are expected to take decisions objectively in the interests of the Company whether non-executive or executive and have the same general legal responsibilities. The Board as a whole is collectively responsible for the success of the Company.

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Having regard to its role, the Board directs and supervises the management of the business and affairs of the Company including, in particular:

- Ensuring that the Company's goals are established and those strategies are in place for achieving them;
- Establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- Monitoring the performance of management;
- Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- Ensuring that the Company's financial statements are true and fair and otherwise confirm with law;
- Ensuring that the Company adheres to high standards of ethics and corporate behaviour;
- Ensuring that the Company has appropriate risk management/regulatory compliance policies in place.

3. Board committees

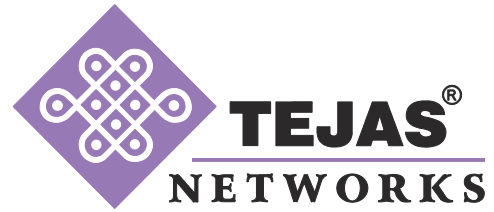
- a. As advised by the Board, during the tenure of office, you may be required to serve on one or more of the Committees of the Board established by the Company. The appointment on such Committee(s) will be subject to the applicable regulations. Upon your appointment to any one or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.
- b. Currently, the Board has five committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility (CSR) Committee. The Board is responsible for constituting, assigning, co-opting and fixing terms of service for committee members.
- c. The Chairperson of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the Committee meetings. Normally, the committees meet four times a year. Recommendations of the committees are submitted to the full Board for approval. The quorum for meetings is either two members of the committee or one-third of the members of the committee, whichever is higher.

4. Time Commitment

- a. Considering the nature of the role of a director, it is difficult for a company to lay down specific parameters on time commitment.

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- b. A Director is expected to devote sufficient time as is prudent and necessary for the proper performance of role, duties and responsibilities.

5. Remuneration

- a. The Board determines the level of remuneration paid to its non-executive members as approved by the Shareholders and within any limits as permitted under Companies Act, 2013 or any other Statutory Regulations and approved by the shareholders.
- b. In addition to the above, the Non-Executive Directors would be entitled to the reimbursement of the following items of expenditure that may be incurred in traveling to the place of the Board meetings and other committee meetings of the Company and back to their normal place of residence:
 - Business class (for domestic travel) airfare from the normal place of residence to the place of the Board or committee meetings and back to their normal place of residence.
 - Accommodation at any hotel as determined by the Company for the duration of Board and committee meetings and during the day prior to and after such meetings.
 - Out-of-pocket expenses, like conveyance, food, and incidentals that are incurred during the days of the Board and committee meetings.

6. Liability

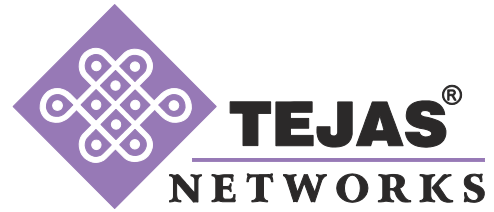
- a. The Company maintains a Directors and Officers insurance policy (D&O policy) amounting to Rs. 35.00 crore (with an excess insurance of Rs. 2.00 crore) to pay for the personal liability of directors and officers for claims made against them while serving on the Board of the Company.
- b. The Company shall not be liable for acts, if any, carried out which do not form part of the normal fiduciary duties and responsibilities as Director of the Company or acts which arise out of negligence, wilful omission or commission or wilful concealment of fact(s) in prior knowledge or coming to the fore during the course of tenure as Director.

7. Conflict of Interest

- a. It is accepted and acknowledged that Directors may have business interests other than those of the Company. As a condition to the appointment commencing, every Director is required to declare any such directorships, appointments and interests to the Board in writing in the prescribed form at the time of the appointment.
- b. In the circumstance which seem likely to change and might give rise to a conflict of interest or, when applicable, circumstances that might lead the Board to revise its judgment on the Director, the same should be disclosed to both the Chairman of the Board and the

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Company Secretary. It is expected that Directors will not serve on the boards of competing companies.

8. Confidentiality

- a. All information acquired during your tenure is confidential to the Company and should not be released, even after your resignation (by whatever means) to third parties without prior clearance from the Chairman of the Board unless required by law or by the rules of any regulatory body.
- b. Attention is also drawn to the requirements under the applicable regulations and the Company's Code of Conduct which concern the disclosure of price sensitive information and dealing in the securities of the Company.

9. Term and Tenure

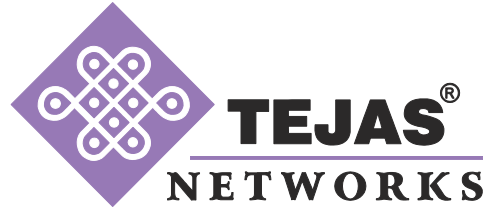
- a. The Directorship on the Board of the Company shall terminate or cease in accordance with law.
- b. The Director may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which notice is received by the Company or date, if specified by a Director in the Notice whichever is later.

10. Information

- a. The dates for the Board meeting for the ensuing year are decided in advance and published in the Annual Report. Generally, the Board meetings are held at the Registered Office of the Company, Bangalore, India. The Chairman of the Board, Chief Executive Officer (CEO) and the Company Secretary, in consultation with the Chief Financial Officer (CFO), draft the agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board members. Every Board member is free to suggest the inclusion of items on the agenda. Normally, the Board meets once a quarter to review the quarterly results and other items on the agenda.
- b. The Company provides video / teleconference facilities to facilitate participation by the Directors in case, it may not be possible for each one of them to be physically present at all the Board meetings.
- c. The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites managers of the Company when additional details into the items being discussed are required.

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11. Mechanism for evaluating Board members

The Chairperson of the Nominations and Remuneration Committee conducts an annual Board evaluation and a peer evaluation survey to assess the performance of the Board as a whole and that of individual Board members. Performance is assessed based on clearly defined objective criteria. This is in line with the Company's policy of being data -oriented in every transaction and decision.

12. Acceptance of appointment

We are confident that the Board and the Company will benefit immensely from your rich experience. It is a pleasure to have you on Board of the Company. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

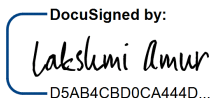
With best regards

Balakrishnan V
Chairman of the Board

Acknowledgement:

I hereby acknowledge receipt of and accept the terms set out in this letter.

Date : 30-Jan-2022

Signature : 
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